Minutes of the First Meeting of the Board of Directors of UNITED ARTISTS CORPORATION held April 24, 1919

UNITED ARTISTS CORPORATION

First Meeting of Directors

The First Meeting of the Board of Directors of UNITED ARTISTS CORPORATION was held at Room 1455, 120 Broadway, in the City of New York, New York, on the 24th day of April, 1919, at 3:45 o'clock P. M.

Present: Messrs. Price, O'Brien and Moore, constituting a majority of the Board.

Mr. Price was chosen temporary chairman and Mr. O'Brien was appointed temporary secretary of the meeting.

The Secretary stated that the meeting was called and held pursuant to a waiver of notice of meeting signed by all the directors. Such waiver is as follows:

UNITED ARTISTS CORPORATION

Waiver of Notice of First Meeting of the Board of Directors

We, the undersigned, being all the directors elected by the stockholders of UNITED ARTISTS CORPORATION, do hereby waive notice of the time, place and purpose of the First Meeting of the Board of Directors of United Artists Corporation.

We designate the 24th day of April, 1919, at 2:30 o'clock P. M. as the time, and Room 1455, 120 Broadway, in the City of New York, New York, as the place of said meeting; the purpose of said meeting being to authorize the issue of stock, authorize the purchase of property necessary for the business of the corporation and the transaction of such other business as may be necessary or advisable to facilitate and complete the organization of the Company and to enable it to carry on its contemplated business.

DATED, April 24, 1919, 2 P. M.

Allen E Moore

J. Bulchon

Dennis F. O'Brien.

Asen A Price

G. A. Phaph

The Secretary reported that the first meeting of the incorporators was held at No. 7 West Tenth Street, in the City of Wilmington, State of Delaware, at 10:30 A.M. on April 24th, 1919, and that at said meeting the by-laws of the corporation were adopted and the following were elected directors: Messrs. Oscar A. Price, Dennis F. O'Brien, Sidney Chaplin, F. H. Butehorn and Allen E. Moore.

The Secretary having reported that officers of the Company were not elected by the shareholders, the following gentlemen were nominated for officers of the corporation to serve for a period of one year or until their successors are respectively chosen and qualify:

President — Oscar A. Price

Secretary and Treasurer — C. B. Clifton

A vote having been duly had and all the directors present having voted, it was announced that the aforesaid gentlemen had been unanimously chosen officers of the corporation.

The President thereupon took the chair.

Upon motion duly made, seconded and unanimously carried (Mr. Price not voting), it was

RESOLVED that the salary of the President of this corporation shall be Eighteen thousand dollars ($18,000) per year plus one (1) per cent. of twenty (20) per cent. of the gross receipts of the corporation derived from the marketing and distribution of photoplays in the United States, Alaska, Dominion of Canada and Newfoundland less any

adjustments in respect thereof and less the proceeds of the sale of lithographs or other advertising material whether or not such gross receipts belong to the corporation.

Upon motion duly made, seconded and carried, it was

RESOLVED that the salary of the Secretary and Treasurer of this corporation shall be at the rate of Fifty-two hundred dollars ($5200) per year.

Upon motion duly made, seconded and carried, it was

RESOLVED that McADOO, COTTON & FRANKLIN, ESQRS., be retained as General Counsel for the corporation and that they be paid a retaining fee for their services as General Counsel for the calendar year of 1919 of Fifty thousand dollars ($50,000), such compensation to cover services rendered by them in connection with the preparation of contracts and preliminary organization of the corporation and shall include the giving of personal attention to the matters of the corporation and the handling of the usual office work and the attendance at conferences at their office in New York City, but not services in special matters or in litigation, compensation for which services if rendered to be additional and specially provided for.

It was ordered that the Treasurer give a bond in the sum of Fifty thousand dollars ($50,000) in the form presented at this meeting, which was approved by the Board, or in such other form as may be approved by General Counsel, and that the Secretary be sworn to the faithful performance of his duties before entering upon the same. Said Secretary's oath and Treasurer's bond are as follows:

UNITED ARTISTS CORPORATION

Secretary's Oath

STATE OF NEW YORK, :
: ss:
CITY OF NEW YORK. :

I, C. B. CLIFTON, do solemnly promise and swear that I will faithfully, impartially and justly perform the duties of Secretary of UNITED ARTISTS CORPORATION according to the best of my ability and understanding.

So help me G[illegible].

C B Clifton

Subscribed and sworn to :
before me this 26th :
day of April, 1919. :

F. C. Lee,
Notary Public N.Y.

TREASURER'S BOND

KNOW ALL MEN BY THESE PRESENTS, That We, C. B. CLIFTON, of New York, as principal, and NATIONAL SURETY COMPANY, of New York, as surety, are held and firmly bound unto UNITED ARTISTS CORPORATION, its successors and assigns, in the sum of Fifty thousand dollars ($50,000), lawful money of the United States, to be paid to such corporation, its successors and assigns, for which payment, well and truly to be made, we bind ourselves, our executors, administrators and successors, jointly and severally, firmly by these presents.

IN WITNESS WHEREOF, we have hereunto set out hands and seals this day of April, 1919.

The condition of the above obligation is that, WHEREAS, the said has been duly elected and is about to enter upon the duties of his office as treasurer of UNITED ARTISTS CORPORATION:

NOW, THEREFORE, if he shall in all respects fully and faithfully discharge his duties as such treasurer, so long as he shall hold the said office or continue therein during the term for which he is now or may hereafter be elected, appointed, or hold over, and also, if, in case of his death, resignation or removal from office from any cause, all the books, papers, vouchers, money or other property of whatever kind in his possession belonging to the corporation, shall be forthwith restored to the corporation, this obligation is to be void, otherwise it is to be in full force and virtue.

Signed, sealed and delivered
in the presence of:

_____ (Seal)

_____

"TRADING WITH THE ENEMY" CLAUSE.

RIDER attached to and forming part of Policy or Agreement of Indemnity No. R-[illegible] to United Artists Corporation, New York City.

The annexed instrument shall be void if the insurance or indemnity hereunder, directly or indirectly, is for, or on account of, or on behalf of, or for the benefit of, an "enemy" or "ally of enemy" (as defined in the Act of Congress, approved October 6th, 1917, known as the "Trading with the Enemy Act", or amendments thereto, or in any proclamation of the President pursuant thereto) or is for any person who is acting for, or on account of, or on behalf of, or for the benefit of, an "enemy" or "ally of enemy" unless the interest of the "enemy" or "ally of enemy" has been conveyed, transferred, assigned and delivered to the Alien Property Custodian, or unless with a license from the President of the United States permission is granted to insure or indemnify the "enemy" or "ally of enemy".

NATIONAL SURETY COMPANY

By,

Impression of Corporate Seal on All Bonds

[illegible] B. Joyce,

President,

Attest:

Herbert J. Hamlin,

Secretary

Rider executed at New York, N. Y.

NATIONAL SURETY COMPANY

By [illegible] A. Bachman

Authorized Representative

KNOW ALL MEN BY THESE PRESENTS, that we, George B. Clifton, of New York, New York, as Principal, and the NATIONAL SURETY COMPANY of New York, as surety, are held and firmly bound unto UNITED ARTISTS CORPORATION, its successors and assigns, in the sum of Fifty Thousand ($50,000.00) Dollars, lawful money of the United States, to be paid to such corporation, its successors and assigns, for which payment, well and truly to be made, we bind ourselves, our executors, administrators and successors, jointly and severally, firmly by these presents.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 1st day of May, 1919.

The condition of the above obligation is such, that:

WHEREAS, the said George B. Clifton has been duly elected and is about to enter upon the duties of his office as Treasurer of UNITED ARTISTS CORPORATION:

NOW, THEREFORE, if he shall in all respects fully, honestly and faithfully discharge his duties as such Treasurer, so long as he shall hold the said office or continue therein during the term for which he is now or may hereafter be elected, appointed, or hold over, and also, if in case of his death, resignation or removal from office from any cause, all the books, papers, vouchers, money or other property of whatever kind in his possession belonging to the corporation shall be forthwith restored to the corporation, this obligation is to be void, otherwise it is to be in full force and virtue.

THIS BOND is executed and delivered upon the following express condition, which shall be a condition precedent to the right of recovery hereunder:

If the Surety shall so elect this bond may be cancelled by giving thirty (30) days notice in writing to the UNITED ARTISTS CORPORATION, and this bond shall be deemed cancelled at the expiration of said thirty (30) days, the Surety remaining liable for all or any act or acts covered by this bond, which may have been committed by the Principal up to the date of such cancellation, under the terms, conditions and provisions of this bond, and the Surety shall upon surrender of this bond and its release from all liability hereunder, refund the premium paid, less a pro-rata part thereof, for the time this bond shall have been in force.

IN TESTIMONY WHEREOF, the said Principal has hereunto set his hand and seal and the said Surety has caused this instrument of writing to be signed by its Resident Vice-President, attested by its Resident Assistant Secretary, and its corporate seal to be hereunto affixed the day and year first above written.

Signed and sealed and delivered in the presence of:

Principal

NATIONAL SURETY COMPANY

By C. [illegible]

[illegible] V-Pres

Attest:

Upon motion duly made, seconded and carried, it was

RESOLVED, That in accordance with the provisions of the Certificate of Incorporation of the Corporation and particularly the Fourth Article thereof and the portion of such Article dealing with transferability of common shares, and in conformity with the By-Laws of the Corporation and particularly the Seventh Article of such By-Laws this Board prescribes the following limitation of transferability as to all common shares of the Corporation authorized, to wit, 9,000 shares; the right of holders of certificates representing such shares or any of them shall be limited in the manner provided in Article Seventh of the By-Laws in case any holder of any such certificate representing any of such shares shall at any time desire to sell or give away any share or shares represented by such certificate to any person other than a person at the time actively associated with such shareholder in the business of producing photoplays. This limitation of transferability shall apply not only to each certificate for any of such 9000 shares originally authorized when issued but to all other certificates for shares thereafter at any time issued against the transfer of such shares.

Upon motion duly made, seconded and carried, the forms of stock certificate for shares of preferred stock and for shares of common stock without par value were presented and adopted and copies thereof directed to be inserted in the minutes of this meeting.

Upon motion duly made, seconded and carried, it was

RESOLVED that the seal an impression of which is hereto annexed be adopted as the corporate seal of this Company.

The Secretary was authorized and directed to procure the proper corporate books.

Upon motion duly made, seconded and carried, it was

RESOLVED that the Treasurer be and he hereby is authorized to open a bank account in behalf of the corporation with the Central Union Trust Company of New York, which account shall be subject to check drawn in the corporate name signed by the President and by the Treasurer.

Upon motion duly made, seconded and carried, it was

RESOLVED that the Corporation Trust Company of America be and hereby is appointed the Agent of this corporation in charge of the principal office in Delaware and of the books required by law to be kept in that office and the Agent upon whom process against this corporation may be served in accordance with the laws of Delaware;

FURTHER RESOLVED that said Trust Company may apply to and act upon the instructions of McADOO, COTTON & FRANKLIN, ESQRS., Counsel of this corporation, in respect to any questions arising in connection with said agency;

FURTHER RESOLVED that the Secretary be and he hereby is authorized to sign, and seal with the corporation seal, the certificate of authorization to said Trust Company in the form submitted at this meeting.

Upon motion duly made, seconded and carried, it was

RESOLVED that an office of the corporation be established and maintained at No. 7 West Tenth Street, in the City of Wilmington, State of Delaware, and that meetings of the Board of Directors from

time to time be held at such place as the Board of Directors from time to time may order:

FURTHER RESOLVED that until otherwise ordered, regular meetings of the Board of Directors be held at Room 1455, 120 Broadway, New York, New York, on the first Tuesday in each month at 4 o'clock P. M.

Upon motion duly made, seconded and carried, it was

RESOLVED that the Treasurer be and he hereby is authorized to pay all fees and expenses incurred incident to and necessary for the organization of the Company.

Upon motion duly made, seconded and carried, it was

RESOLVED that the proper officers of the corporation be and they hereby are authorized to execute a contract of employment with Mr. Hiram Abrams as General Manager in accordance with the terms and provisions of ~~his offer of employment made to~~ Charles Chaplin, Douglas Fairbanks, David W. Griffith and Gladys Mary Moore (professionally known as Mary Pickford), and subject to the approval of said contract before execution by the General Counsel.

The President reported that subscriptions had been received from Charles Chaplin, Douglas Fairbanks, David W. Griffith and Gladys Mary Moore (professionally known as Mary Pickford) for one thousand (1,000) shares each of preferred stock of this corporation, and further reported that Charles Chaplin, Douglas Fairbanks and Gladys Mary Moore (professionally known as Mary Pickford) had tendered payment in cash for one hundred and fifty (150) shares

each of said preferred stock at par and that Douglas Fairbanks is the assignee of the ten (10) shares of preferred stock originally subscribed for by the incorporators of this corporation and that said ten (10) shares are included in the one hundred and fifty (150) shares payment for which said Fairbanks has paid in cash.

Upon motion duly made, seconded and carried, it was

RESOLVED that the subscriptions of said Charles Chaplin, Douglas Fairbanks, David W.Griffith and Gladys Mary Moore (professionally known as Mary Pickford) for one thousand (1,000) shares each of the preferred stock of this corporation be and the same hereby is accepted; and

RESOLVED that the officers of the corporation be and they hereby are authorized and directed to execute and deliver under the seal of the corporation certificates for one hundred and fifty (150) preferred shares each to Charles Chaplin, Douglas Fairbanks and Gladys Mary Moore (professionally known as Mary Pickford) and to receive the cash payment tendered by them of Fifteen thousand dollars ($15,000) each, in all Forty-five thousand dollars ($45,000), in full payment for said shares, and to execute and deliver additional stock certificates to said Charles Chaplin, Douglas Fairbanks and Gladys Mary Moore (professionally known as Mary Pickford) for eight hundred and fifty (850) shares each, or any part thereof, when and as payment in cash at par is received therefor, and to issue stock certificate to David W. Griffith for one thousand (1,000) shares of preferred stock, or any part thereof, when and as payment in cash at par is received therefor.

Upon motion duly made, seconded and carried, it was

RESOLVED that the President of the corporation secure temporary offices for the corporation in the City of New York, New York, for such rental as he shall deem reasonable.

Upon motion duly made, seconded and carried, the meeting thereupon adjourned.

Dennis T. O'Brien
Temporary Secretary

Incorporated under the Laws of the State of Delaware

No. _____ _____ Shares

UNITED ARTISTS CORPORATION

TOTAL AUTHORIZED SHARES

8% cumulative preferred shares 5000 shares of the par value of $100.00 each.
Common shares 9000 shares of no par value.

This is to certify that _____ *is the owner of* _____ **preferred shares** *of the par value of one hundred dollars each of UNITED ARTISTS CORPORATION on the books of the Corporation, transferable in person or by duly authorized attorney only upon surrender of this certificate duly endorsed. For a statement of the rights, privileges and preferences and restrictions and qualifications of the preferred and common shares of the Corporation, including the redemption of the preferred shares and the sinking fund therefor, reference is made to the Certificate of Incorporation and the By-Laws of the Corporation.*

The preferred shares of the Corporation have no voting rights.

IN WITNESS WHEREOF the Corporation has caused its corporate seal to be hereto affixed and this certificate to be executed by its proper officers this _____ *day of* _____, 19____.

_____ *Secretary* _____ *President*

GORLIER, MACY & CO., NEW YORK

For Value Received, ____ hereby sell, assign and transfer unto

_____

_____ Shares

of the Capital Stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

_____ Attorney

to transfer the said stock on the Books of the within named Corpo[illegible] with full power of substitution in the premises.

Dated _____ 19____

In Presence of

_____

_____

NOTICE: THE SIGNATURE OF THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATEVER.

Incorporated [illegible] Laws of the State of Delaware

No. _____ _____ Shares

UNITED ARTISTS CORPORATION

TOTAL AUTHORIZED SHARES

8% cumulative preferred shares 5000 shares of the par value of $100.00 each.

Common shares 9000 shares of no par value.

This is to certify that _____ *is the owner of* _____ **common shares** *of no par value of UNITED ARTISTS CORPORATION on the books of the Corporation transferable in person or by duly authorized attorney only upon surrender of this certificate duly endorsed and subject to the restrictions and limitations of transferability herein stated. For a statement of the rights, privileges and preferences and voting powers and the restrictions and qualifications of the preferred and common shares of the Corporation and of the provision for redemption of the preferred shares and the sinking fund therefor reference is made to the Certificate of Incorporation and the By-Laws of the Corporation.*

The Board of Directors of the United Artists Corporation on April 24, 1919, adopted a resolution as follows:

"RESOLVED, That in accordance with the provisions of the Certificate of Incorporation of the Corporation and particularly the Fourth Article thereof and the portion of such Article dealing with transferability of common shares, and in conformity with the By-Laws of the Corporation and particularly the Seventh Article of such By-Laws this Board prescribes the following limitation of transferability as to all common shares of the Corporation authorized, to wit, 9,000 shares, the right of holders of certificates representing such shares or any of them shall be limited in the manner provided in Article Seven of the By-Laws in case any holder of any such certificate representing any of such shares shall at any time desire to sell or give away any share or shares represented by such certificate to any person other than a person at the time actively associated with such share holder in the business of producing photo-plays. This limitation of transferability shall apply not only to each certificate for any of such 9,000 shares originally authorized when issued but to all other certificates for shares thereafter at any time issued against the transfer of such shares."

Reference is made to such provisions of the Certificate of Incorporation and the By-Laws for a full statement of the limitation of transferability.

IN WITNESS WHEREOF the Corporation has caused its corporate seal to be hereto affixed and this certificate to be signed by its duly authorized officers this _____ *day of* _____ *19*____

_____ *Secretary* _____ *President*

CURLEY, WACY & CO., NEW YORK

For Value Received, _____ hereby sell, assign and transfer unto

_____

_____ Shares

of the Capital Stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

_____ Attorney

to transfer the said stock on the Books of the within named Corporation with full power of substitution in the premises.

Dated _____ 19____

In Presence of _____

_____

NOTICE: THE SIGNATURE OF THIS ASSIGNMENT MUST BE ENDED WITH THE NAME AS WRITTEN UPON THE FACE OF THIS CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT, DO NOT CHANGE WHATEVER.

UNITED ARTISTS CORPORATION.

---ooOoo---

MINUTES OF FIRST MEETING
OF INCORPORATORS.

---ooOoo---

The first meeting of the incorporators and subscribers to the stock of UNITED ARTISTS CORPORATION, was held on the 24th day of April, 1919, at 10:30 A. M., at its principal office, No. 7 West 10th Street, Wilmington, Delaware, pursuant to a written waiver of notice signed by all said incorporators and subscribers, fixing said time and place, as follows:

UNITED ARTISTS CORPORATION.

---ooOoo---

WAIVER OF NOTICE

MEETING OF INCORPORATORS AND SUBSCRIBERS.

---ooOoo---

We, the undersigned, being all the incorporators and subscribers to the stock of UNITED ARTISTS CORPORATION, organized under the laws of the State of Delaware, DO HEREBY WAIVE NOTICE of the time, place and purpose of the first meeting of the said corporation and do fix the 24th day of April, 1919, at 10:30 o'clock in the forenoon, as the time, and the principal office of said corporation at the office of the CORPORATION TRUST COMPANY OF AMERICA, No. 7 West Tenth Street, Wilmington, Delaware, as the place of said meeting.

And we do hereby waive all the requirements of the statutes of Delaware, both as to the notice of this meeting and the publication thereof; and we do consent to the transaction of such business as may come before said meeting.

Dated April 24, 1919.

T. L. Croteau

P. B. Dreen

M. M. Clancy

The following incorporators and subscribers were present in person:

NAME.	NUMBER OF SHARES. Preferred	Common.
T. L. Croteau,	8	8
P. B. Drew,	1	1
M. M. Clancy,	1	1

being all of the incorporators and subscribers to the stock of the corporation.

Upon motion, T. L. Croteau was chosen as chairman and P. B. Drew was chosen as secretary of the meeting.

The chairman reported that the certificate of incorporation was filed in the office of the Secretary of State of Delaware, on the 17th day of April, 1919, and that a certified copy thereof was recorded on the 17th day of April, 1919, in the office of the recorder of deeds of New Castle County, Delaware, and the secretary was instructed to cause a copy of such certificate of incorporation to be inserted in the minute book.

The secretary presented a form of by-laws for

the regulation of the affairs of the corporation, which were read, section by section.

Upon motion, duly made, seconded and carried, it was

RESOLVED, that the by-laws submitted at and read to this meeting be, and the same hereby are, adopted as and for the by-laws of this corporation, and that the secretary be, and he hereby is, instructed to cause the same to be inserted in the minute book immediately following the copy of the certificate of incorporation.

The chairman stated that the next business before the meeting was the election of a board of directors.

S. E. Dill and H. E. Knox were appointed inspectors of election and thereupon subscribed and swore to the following oath:

UNITED ARTISTS CORPORATION.

---ooOoo---

INSPECTORS' OATH.

---ooOoo---

STATE OF DELAWARE, }
COUNTY OF NEW CASTLE. } SS.

S. E. Dill and H. E. Knox being sworn upon their respective oaths do severally promise and swear that they will faithfully, honestly and impartially perform the duties of inspectors of election, at the election of directors of UNITED ARTISTS CORPORATION, to be held this day, and will to the best of their skill and ability conduct said election, and a true report make of the same.

Subscribed and sworn to before me this 24th day of April, 1919.

S E Dill
H E Knox

Herbert E Lester
Notary Public.

Messrs. Oscar A. Price, Dennis F. O'Brien, Sidney Chaplin, F. H. Butehorn and Allen H. Moore were nominated for directors of the corporation, to hold office until their respective successors are elected and qualified. No other nominations having been made, the polls were duly opened, and all the stockholders having voted by ballot, the chairman declared the polls closed. Thereupon the inspectors canvassed the vote cast and made and presented the following certificate showing the result of the election:

W. J. Form No. 22
2-16 50m

REGISTERED OFFICE WITH
The Corporation Trust Company

FOR DIRECTORS
OF THE

UNITED ARTISTS CORPORATION.

[redacted]

Oscar A. Price,

Dennis F. O'Brien,

Sidney Chaplin,

F. H. Butehorn,

Allen E. Moore,

VOTES IN PERSON 16 SHARES

VOTES BY PROXY ---------- SHARES

V. L. Costeau

STOCKHOLDER SIGNS HERE

N. J. Form No. 22
2-16 50m

REGISTERED OFFICE WITH

The Corporation Trust Company

FOR DIRECTORS

OF THE

UNITED ARTISTS CORPORATION.

Oscar A. Price,

Dennis F. O'Brien,

Sidney Chaplin,

F. H. Butchorn,

Allen E. Moore,

VOTES IN PERSON ---------- 2 ---------- SHARES

VOTES BY PROXY ---------- SHARES

STOCKHOLDER SIGNS HERE

N. J. Form No. 22
2-10 50m

REGISTERED OFFICE WITH

The Corporation Trust Company

FOR DIRECTORS

OF THE

UNITED ARTISTS CORPORATION.

Oscar A. Price,

Dennis F. O'Brien,

Sidney Chaplin,

F. H. Butchorn,

Allen R. Moore,

VOTES IN PERSON ——— 2 ——— SHARES

VOTES BY PROXY ——————— SHARES

M. M. Clancy

STOCKHOLDER SIGNS HERE

UNITED ARTISTS CORPORATION.

---ooOoo---

INSPECTORS' CERTIFICATE.

---ooOoo---

WE, THE SUBSCRIBERS, INSPECTORS OF ELECTION appointed to act at the meeting of the incorporators and subscribers to the stock of UNITED ARTISTS CORPORATION, held this 24th day of April, 1919, do report that, having taken an oath impartially to conduct the election for directors, we did receive the votes of the incorporators and subscribers by ballot.

We, report that 100 votes were cast for the election of directors and that the following persons received the number of votes set opposite their respective names, to wit:

FOR DIRECTORS.	NUMBER OF VOTES.
Oscar A. Price,	20
Dennis F. O'Brien,	20
Sidney Chaplin,	20
F. H. Butehorn,	20
Allen E. Moore,	20

Respectfully submitted,

V. E. Dill

W. E. Knox

Inspectors.

The chairman thereupon declared Messrs. Oscar A. Price, Dennis F. O'Brien, Sidney Chaplin, F. H. Butehorn and Allen E. Moore duly elected directors of the corporation to serve until their respective successors are elected and qualified.

Upon motion, duly made, seconded and carried, it was

RESOLVED that the board of directors be and they hereby are authorized, in their discretion, to issue the capital stock of this corporation to the full amount or number of shares authorized by the certificate of incorporation, in such amounts and for such considerations as from time to time shall be determined by the board and as may be permitted by law.

The secretary presented transfers of subscription from T. L. Croteau, P. B. Drew and M. M. Clancy to Douglas Fairbanks, for ten shares of preferred stock and/ to William G. McAdoo for ten shares of common stock.

Upon motion, duly made, seconded and carried, the same were approved.

Said transfers of subscription are as follows:

UNITED ARTISTS CORPORATION.

---ooOoo---

TRANSFER OF SUBSCRIPTION.

---ooOoo---

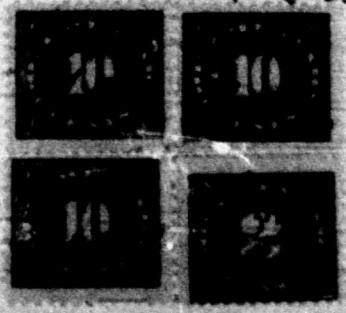
KNOW ALL MEN BY THESE PRESENTS, That I, T. L. Croteau, in consideration of one dollar, lawful money of the United States, and other good and valuable consideration, to me paid before the ensealing and delivery of these presents, the receipt whereof is hereby acknowledged, have sold, assigned, transferred and set over, and by these presents do sell, assign, transfer and set over unto William G. McAdoo and Douglas Fairbanks respectively, eight shares of the common capital stock and eight shares of the preferred capital stock of UNITED ARTISTS CORPORATION, a corporation organized under the laws of the state of Delaware, subscribed for by me as an incorporator of said corporation, and I do hereby request and direct the said corporation to issue the certificate for said sixteen shares to and in name or to such other person as may name.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of April, 1919.

T. L. Croteau

Sealed and delivered
in the presence of:

P. B. Owen



UNITED ARTISTS CORPORATION.

---ooOoo---

TRANSFER OF SUBSCRIPTION.

---ooOoo---

KNOW ALL MEN BY THESE PRESENTS, That I, P. B. Drew, in consideration of one dollar, lawful money of the United States, and other good and valuable consideration, to me paid before the ensealing and delivery of these presents, the receipt whereof is hereby acknowledged, have sold, assigned, transferred and set over, and by these presents do sell, assign, transfer and set over unto William G. McAdoo and Douglas Fairbanks respectively, one share of the common capital stock and one share of the preferred capital stock of UNITED ARTISTS CORPORATION, a corporation organized under the laws of the state of Delaware, subscribed for by me as an incorporator of said corporation, and I do hereby request and direct the said corporation to issue the certificate for said two shares to and in name or to such other person as may name.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of April, 1919.

P B Drew

Sealed and delivered
in the presence of:

M M Clancy

UNITED ARTISTS CORPORATION.

---ooOoo---

TRANSFER OF SUBSCRIPTION.

---ooOoo---

KNOW ALL MEN BY THESE PRESENTS, That I, M. M. Clancy, in consideration of one dollar, lawful money of the United States, and other good and valuable consideration, to me paid before the ensealing and delivery of these presents, the receipt whereof is hereby acknowledged, have sold, assigned, transferred and set over, and by these presents do sell, assign, transfer and set over unto William G. McAdoo and Douglas Fairbanks respectively, one share of the common capital stock and one share of the preferred capital stock of UNITED ARTISTS CORPORATION, a corporation organized under the laws of the state of Delaware, subscribed for by me as an incorporator of said corporation, and I do hereby request and direct the said corporation to issue the certificate for said two shares to and in name or to such other person as may name.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of April, 1919.

M. M. Clancy

Sealed and delivered
in the presence of:

[illegible]

Upon motion, duly made, seconded and carried, the meeting thereupon adjourned.

R. B. Deen

Secretary of the meeting.

Minutes of Special Meeting of Board of Directors of UNITED ARTISTS CORPORATION held May 20, 1919

UNITED ARTISTS CORPORATION

Special Meeting of Directors

A Special Meeting of the Board of Directors of UNITED ARTISTS CORPORATION was held at Room 1452, 120 Broadway, in the City of New York, New York, on the 20th day of May, 1919, at 3:30 o'clock P. M.

Present: Messrs. Price, Butehorn, O'Brien and Moore, constituting a majority of the Board.

The Secretary stated that the meeting was called and held pursuant to waiver of notice of meeting signed by all the directors. Such waiver is as follows:

UNITED ARTISTS CORPORATION

Waiver of Notice of Special Meeting of Board of Directors.

WE, the undersigned, being all the directors of UNITED ARTISTS CORPORATION, do hereby waive notice of the time, place and purpose of the special meeting of the Board of Directors of United Artists Corporation.

We designate the 20th day of May, 1919, at 3:30 o'clock p. m. as the time, and room 1455, 120 Broadway, in the city of New York, New York, as the place of said meeting; the purpose of said meeting being to authorize the issue of stock; authorize and ratify the execution of certain contracts necessary for the business of the corporation; to pass upon the resignations of directors and elect successors; to authorize the proper officers of the corporation to take such steps as may be necessary to secure authorization for the corporation to transact business in any state, territory or dependency of the United States or in any foreign country; and the transaction of such other business as may be necessary or advisable.

DATED: May 20, 1919.

The Secretary reported that resignations of Messrs. Sidney Chaplin and F.H.Butehorn as directors of United Artists Corporation had been received.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED that the resignations of Messrs. Sidney Chaplin and F.H.Butehorn as directors be and the same hereby are accepted, and said resignations ordered to be placed on file.

Thereupon Mr. Butehorn retired.

The following gentlemen were nominated for directors of the corporation to serve for the unexpired term of Messrs. Sidney Chaplin and F.H.Butehorn, or until their successors are respectively chosen and qualify: Albert H.T.Banzhaf representing David W.Griffith and Nathan Burkan representing Charles Chaplin. A vote having been duly taken and all the directors present having voted, it was announced that the aforesaid gentlemen had been unanimously chosen directors of United Artists Corporation. Messrs. Banzhaf and Burkan thereupon took their places as directors of the corporation at said meeting and stated that they waived notice of the time, place and purpose of said meeting.

The Secretary presented the resignation of Allen R. Moore as director of United Artists Corporation.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED that the resignation of Allen E. Moore as director be and the same hereby is accepted and said resignation ordered to be placed on file.

Thereupon Mr. Moore retired.

The following person was nominated for director of the corporation to serve for the unexpired term of Mr. Allen E. Moore, or until her successor is chosen and qualifies: Mrs. Charlotte Pickford, representing Mary Pickford. A vote having been duly taken and all the directors present having voted, it was announced that the aforesaid Mrs. Charlotte Pickford had been unanimously chosen director of United Artists Corporation. Mrs. Charlotte Pickford thereupon took her place as director of the corporation at said meeting and stated that she waived notice of the time, place and purpose of said meeting.

It was stated that Mr. O'Brien represents Douglas Fairbanks on the Board of Directors.

The minutes of the first meeting of the Board of directors were presented by the Secretary and each member of the Board having read the same, it was ordered that said minutes be approved and filed.

Upon motion by Mr. Burkan, seconded and unanimously carried, it was

RESOLVED that all action taken by the Board of Directors at its first meeting, as reported in the minutes thereof, be and the same hereby is ratified, approved and confirmed.

Upon the suggestion being made that copies of the minutes of the Board meetings be furnished each member of the Board, it was ordered that copies of the minutes of all directors' meetings be sent to each director.

The President presented a contract of employment of Mr. Hiram Abrams as General Manager approved by the General Counsel and executed by the corporation.

Upon motion duly made, seconded and carried, it was

RESOLVED that said contract as executed be and the same is hereby approved.

The President stated that offices for the corporation at 729 Seventh Avenue, in the City of New York, New York, had been leased for a term of five (5) years and six months commencing May 1, 1919, at an annual rental of Twelve thousand five hundred dollars ($12,500).

Upon motion duly made, seconded and carried, it was

RESOLVED that the leasing of said premises be and the same is hereby approved and ratified.

The President stated that a portion of the offices rented would be temporarily used by the American Red Cross.

Upon motion duly made, seconded and carried, it was

RESOLVED that the President be and he hereby is authorized and directed to execute in the name and on behalf of said corporation the Statement required to be filed by foreign corporations under the provisions of the General Corporation Law of the State of New York, to attach the seal of the corporation thereto and in said Statement to designate Oscar A. Price as the person upon whom process against the corporation may be served within the State of New York, and further to do all acts and things necessary to comply with the provisions of the law of said State.

The President reported the execution of certain leases made with Exhibitors and the terms thereof.

The President reported that the General Manager recommended that the corporation secure certain photoplays to be produced by William S. Hart. After discussion, it was agreed that the question be submitted to Charles Chaplin, Douglas Fairbanks, David W. Griffith and Mary Pickford.

The President presented certain contracts for the sale to the corporation of photoplays by Charles Chaplin, Douglas Fairbanks, David W. Griffith and Mary Pickford.

Upon motion duly made and seconded, the following preamble and resolution were adopted:

Whereas Charles Chaplin, Douglas Fairbanks, David W. Griffith and Gladys Mary Moore (professionally known as Mary Pickford) have each separately executed certain contracts on the 5th day of February, 1919, with the United Artists Corporation, copies of which are presented herewith, whereby

each of said parties agree to sell to this corporation certain photoplays as specifically enumerated therein; and

Whereas the purchase of said photoplays and the execution of said contracts are necessary for the business of this corporation:

RESOLVED that the proper officers of this corporation be and they hereby are authorized and directed to execute and deliver on behalf of this corporation, under its corporate seal, the aforesaid contracts, and said contracts are hereby ratified and adopted by this corporation.

The meeting then adjourned.

E. Bleckton
Secretary

New York, New York, April 24, 1919

To the Directors of United Artists Corporation

Gentlemen:

I hereby resign as director of your Company, my resignation to take effect immediately.

Yours very truly,

Wm A Rogers

New York, N. Y.

May 20, 1919.

To the Directors of
United Artists Corporation,

Gentlemen:-

I hereby resign as director of your company, my resignation to take effect at the pleasure of the Board.

Yours very truly,

Albert Moore

To the Directors of
United Artists Corporation,

Gentlemen:-

I hereby resign as director of your company, my resignation to take effect at the pleasure of the Board.

Yours very truly,

D. W. Griffith

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION HELD MAY 29, 1919.

UNITED ARTISTS CORPORATION

SPECIAL MEETING OF DIRECTORS.

A special meeting of the Board of Directors of the United Artists Corporation was held in the office of the president on the 9th floor of 729 Seventh Avenue in the city of New York, New York, on the 29th day of May, 1919, at 3:15 o'clock P.M.

Present: Mrs. Pickford and Messrs. Banzhaf, Burkan, O'Brien and Price.

The secretary stated that the meeting was called and held pursuant to waiver of notice of meeting signed by all the directors. Such waiver is as follows:

UNITED ARTISTS CORPORATION

Waiver of Notice of Special Meeting of Board of Directors.

WE, the undersigned, being all the directors of United Artists Corporation, do hereby waive notice of the time, place and purpose of the special meeting of the Board of Directors of United Artists Corporation.

We designate the 29th day of May, 1919 at 3.15 o'clock p. m. as the time, and the President's office on the 9th floor of 729 Seventh Avenue, in the city of New York, New York, as the place of said meeting; the purpose of said meeting being to authorize the issue of stock; to authorize the proper officers of the corporation to take such steps as may be necessary to secure authorization for the corporation to transact business in any state, territory or dependency of the United States or in any foreign country; and the transaction of such other business as may be necessary or advisable.

DATED: May 29, 1919.

Oscar A Price

Albert H Banzhaf

Dennis F. O'Brien

Charlotte Pickford

Nathan Burkan

The secretary presented four (4) certain contracts each dated February 5, 1919, executed respectively by Charles Chaplin, Douglas Fairbanks, David W. Griffith and Gladys Mary Moore (professionally known as Mary Pickford) such four contracts being known collectively as the artists' contracts and executed by this corporation on the 29th day of May, 1919, pursuant to resolution of the Board of Directors adopted at a meeting of said Board, held on May 20th, 1919 said contracts being delivered on behalf of the above named artists to this corporation in accordance with a certain contract between the above named artists also dated February 5th, 1919, providing for the incorporation of this corporation, copy of which last mentioned contract was also presented by the secretary and directed to be filed among the corporate records of this corporation. Whereupon the following resolutions made by Mr. Banshaf and seconded by Mr. Burkan were unanimously adopted:

> WHEREAS in the judgment of the Board of Directors the photoplays agreed to be delivered to this Corporation under said contracts are necessary for the business of this Corporation and constitute good and sufficient consideration for the issue of five thousand (5000) shares of the common stock of this Corporation, the same being without par or nominal value:
>
> RESOLVED that, in consideration of the delivery of said contracts to this Corporation, the proper officers of this Corporation be, and they hereby are, authorized to issue and deliver to William G. McAdoo, Esq., one thousand (1,000) shares of no par value of this corporation fully paid and non-assessable, said shares to include the shares of no par value subscribed for by the signers of the certificate of incorporation of this Corporation, assignments of said subscriptions being held by him; and

RESOLVED that, in consideration of the delivery of said contracts to this Corporation, the proper officers of this Corporation be, and they hereby are, authorized to issue to said Charles Chaplin, Douglas Fairbanks, David W. Griffith and Gladys Mary Moore (professionally known as Mary Pickford) one thousand (1,000) shares of no par value each, making a total of four thousand (4,000) shares of no par value to a person or corporation to be agreed upon by said Charles Chaplin, Douglas Fairbanks, David W. Griffith and Gladys Mary Moore (professionally known as Mary Pickford) and this Corporation, and to no other person, said four thousand (4,000) shares to be held by said person or corporation in escrow in accordance with the provisions of said contracts between said Charles Chaplin, Douglas Fairbanks, David W. Griffith and Gladys Mary Moore (professionally known as Mary Pickford) and this Corporation; and

RESOLVED that the proper officers of this Corporation be, and they hereby are, authorized and directed to execute an escrow agreement for the holding and delivery of said four thousand (4,000) shares of non-par value in accordance with the terms and provisions of said contracts between said Charles Chaplin, Douglas Fairbanks, David W. Griffith and Gladys Mary Moore (professionally known as Mary Pickford) and this Corporation dated February 5th, 1919, said escrow agreement to provide that while said four thousand (4,000) shares are held in escrow, each of the aforesaid artists shall have the right to vote his or her respective holdings thereof; provided that said escrow agreement shall be approved by the general counsel of this Corporation before execution of the same by its officers.

On motion of Mr. Burkan, seconded by Mr. Banshaf, Mr. Dennis F. O'Brien was designated as escrow agent for the corporation to hold the four thousand (4,000) shares of no par value common stock to be issued to the four artists. At the same time the treasurer was authorized to reimburse Mr. O'Brien for such expense as he may incur in renting a safe-deposit box for the safe-keeping of such shares of stock.

On motion duly made, seconded and unanimously carried, it was

RESOLVED that the regular meetings of the Board of Directors be held in the offices of the corporation at 729 Seventh Avenue, in the city of New York, New York, on the second Tuesday of each month.

The directors indicated that they wish at least a week's written advance notice of these regular meetings.

On motion of Mr. Banzhaf, seconded by Mr. Burkan and unanimously carried, it was

RESOLVED that the president be, and he is hereby authorized by the Board of Directors to approve for the Board all actions of the General Manager in accordance with the following clauses of the contract dated May 7th, 1919, between Hiram Abrams and United Artists Corporation:

"Mr. Abrams may hire and discharge employees of the Corporation employed in connection with the marketing and distributing of photoplays, under condition that the employment of such employees may be terminated at any time at the option of the Corporation and that Mr. Abrams shall discharge any such employee at any time on direction of the Board of Directors.

"Subject to the approval of the Board of Directors of the Corporation, or such officer of the Corporation as may be designated by the Board of Directors for that purpose from time to time, Mr. Abrams shall have the exclusive control of fixing and regulating all disbursements for salaries, advertising and other necessary expenses in connection with the marketing and distribution of said photoplays, and he shall report to the Board of Directors, on the last day of each month, or oftener, if requested, the amount of such expenses, in detail, specifying the purpose and the nature thereof.

"All leases for locations in connection with the marketing and distribution of said photoplays and all contracts for the leasing of right to use or

exhibit photoplays shall be negotiated and concluded by Mr. Abrams, subject, however, to the approval of the Board of Directors, or to the approval of such officer of the Corporation as the Board of Directors may, from time to time, designate for that purpose. Such contracts, may, however, be signed by Mr. Abrams."

RESOLVED FURTHER, that such disbursements as are authorized by the president shall be so authorized with the concurrence of the General Manager.

The employment of Mr. H. P. Lovelace as Assistant to the President was discussed by the Board and the directors indicated no objection thereto provided the president needed his services.

Mr. Abrams was invited to attend the meeting and discuss the proposition with respect to securing certain photoplays to be produced by William S. Hart. On motion duly made, seconded and unanimously carried, it was

RESOLVED that the president and the General Manager be authorized to enter into agreement with William S. Hart for the distribution of photoplays produced by him, such agreement to be subject to the approval of the Board before execution.

Mr. Abrams also discussed with the Board the proposition of distributing the first Douglas Fairbanks production in the Dominion of Canada. He explained the expense it would be necessary to incur if this distribution is handled through exchanges established by this Corporation, and stated that he had a proposition from a Mr. Allen for distri-

buting this one picture on the basis of a guarantee of $25,000.00, with the understanding that if the gross return was in excess of that amount, settlement with the Corporation would be on the basis of 75% for the Corporation and 25% for Mr. Allen. No final action was taken by the Board, but it was the expressed opinion of the directors that inasmuch as the first picture would be produced by Mr. Fairbanks, Mr. O'Brien, Mr. Abrams and Mr. Price could reach a decision with respect to the proper procedure for the marketing of this picture in the Dominion of Canada.

Secretary.

A regular meeting of the Board of Directors of the United Artists Corporation was held in the offices of the Corporation at 729 Seventh Avenue in the city of New York, New York, on the 10th day of June, 1919, at 3:20 o'clock p. m.

Present: Mrs. Pickford, Messrs. Banznaf, Burkan O'Brien and Price.

The minutes of the special meeting of May 29th were read, and on motion duly made and seconded, were unanimously approved.

On motion duly made, seconded and unanimously carried, it was

RESOLVED that the President be and he hereby is authorized to enter into an agreement on behalf of this Corporation with the several Artists amending Subdivision (i) of Paragraph 3 of each of the contracts between United Artists Corporation and the several Artists dated February 5, 1919, so that said subdivision in each of said contracts shall read substantially as follows:

"And in addition to the above consideration, one thousand (1000) shares of the common stock of the said corporation to be issued in the name of the said Artist in the form of nine (9) certificates, eight (8) of which shall be for one hundred and eleven (111) shares each and one of which shall be for one hundred and twelve (112) shares, said certificates to be delivered in escrow to a person or corporation to be agreed upon by the parties hereto. Upon delivery by the said Artist to the said Corporation of each one of the first eight (8) photoplays called for by this contract, such escrow agent shall deliver to the said Artist one of said certificates for one hundred and eleven (111) shares and upon delivery by the said Artist to the said Corporation of the ninth photoplay called for

hereunder such escrow agent shall deliver to the said Artist said certificate for one hundred and twelve (112) shares. Upon the expiration of the three-year period herein provided for, so many of said certificates as are then still held by such escrow agent in accordance with the provisions of this paragraph shall be delivered by such escrow agent to the said corporation."

The president called attention to the fact that the minutes of the special meeting of May 20th had not been approved. Upon motion duly made and seconded, these minutes were unanimously approved.

Upon motion by Mr. O'Brien, seconded by Mr. Burkan and unanimously carried, it was

RESOLVED that the President be and he hereby is authorized to make advances on behalf of this Corporation to Mr. Douglas Fairbanks or his nominee amounting to eighty (80) per cent of such advance payments as may be collected by this Corporation from exhibitors in connection with the sale of the exhibition rights of the first Douglas Fairbanks photoplay prior to its delivery to this Corporation provided that the first advance payment shall be for $50,000 and additional advance payments shall be made weekly and further that the aggregate sum of such advances shall not exceed Two hundred thousand ($200,000) Dollars up to the time of delivery of said photoplay to this Corporation by Mr. Fairbanks, said advances without interest to be credited to this corporation upon final accounting between it and Mr. Fairbanks, provided that in consideration of receiving such advances Mr. Fairbanks shall execute an agreement prepared by the General Counsel indemnifying this Corporation against any loss that may arise through failure on his part to promptly deliver said photoplay on which he may receive such advances.

The president submitted the question of insurance on the artists with respect to life, health

and accident. No official action was taken, but the directors expressed the opinion that the artists should carry sufficient insurance to insure the performance of their contracts.

On motion duly made, seconded and unanimously carried, it was

> RESOLVED that a special meeting of the shareholders of United Artists Corporation be held at No. 729 Seventh Avenue, New York, New York, at 4 o'clock p. m. on the 26th day of June, 1919, for the purpose of ratifying and consenting to the issuance of common stock authorized by the directors of this corporation at a special meeting thereof held at No. 729 Seventh Avenue, New York, New York, on May 29th, 1919.

The secretary read a statement of the Income and Expenditures, also the balance sheet figures compiled to the close of business May 31, 1919.

Mr. O'Brien brought up the question of the method of distributing photoplays as between exhibitors in the same town. At his suggestion, Mr. Abrams was invited to discuss this matter with the Board. Mr. Abrams explained the policy which is being followed in this matter.

The president submitted draft of proposed contract between William S. Hart and the United Artists Corporation as drawn by Mr. Grossman, attorney

for Mr. Hart. The directors decided it would be best to have copies prepared and furnished each of them, and on motion duly made, seconded and unanimously carried, it was

RESOLVED that the Board of Directors hold a special meeting at 4:30 o'clock p. m. Thursday, June 19, 1919, to discuss the proposed contract with William S. Hart for the marketing and distributing of nine photoplays to be produced by him.

Secretary

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION HELD JUNE 19,1919.

UNITED ARTISTS CORPORATION

SPECIAL MEETING OF DIRECTORS.

A special meeting of the Board of Directors of the United Artists Corporation was held in the office of the president on the 9th floor of 729 Seventh Avenue, in the city of New York, New York, on the 19th day of June, 1919, at 4:30 o'clock p. m.

Present: Mrs. Pickford and Messrs. Banznaf, Burkan, O'Brien and Price.

The secretary stated that the meeting was called and held pursuant to waiver of notice of meeting signed by all the directors. Such waiver is as follows:

UNITED ARTISTS CORPORATION

Waiver of Notice of Special Meeting of Board of Directors.

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WE, the undersigned, being all of the directors of United Artists Corporation, do hereby waive notice of the time, place and purpose of the special meeting of the Board of Directors of United Artists Corporation.

We designate the 19th day of June, 1919, at 4.30 o'clock p. m. as the time, and the office of the President of the Corporation on the 9th floor of 729 Seventh Avenue, in the city of New York, New York as the place of said meeting; the purpose of said meeting being to discuss and transact such business as may be necessary with respect to the proposed contract with William S. Hart for the marketing and distribution of nine photoplays to be produced by him; also for the transaction of such other business as may be necessary or advisable.

DATED: June 19, 1919.

Oscar A. Price

Nathan Burkan

Albert D. Mangham Jr.

Dennis F. O'Brien

Charlotte Pickford

The minutes of the regular meeting held June 10th were read, and on motion duly made and seconded, were unanimously approved.

The proposed contract with Mr. William S. Hart for the marketing and distributing of nine photoplays to be produced by him was thoroughly discussed. It was the concensus of opinion that Messrs. Wm. G. McAdoo, O'Brien and Price should arrange for redrawing the contract and endeavor to conclude it on a more reasonable basis.

Secretary.

MINUTES OF SPECIAL MEETING OF THE
SHAREHOLDERS OF UNITED ARTISTS CORPORATION
Held June 26, 1919.

A Special Meeting of the shareholders of United Artists Corporation was held at the office of the company, No. 729 Seventh Avenue, New York City, on the 26th day of June, 1919, at four o'clock p. m.

The President called the meeting to order and the Secretary reported that there were represented by Dennis F. O'Brien, as proxy, 2000 shares out of a total issue of 5000 shares outstanding, and that the common stock of the corporation is the only class of stock outstanding entitled to vote.

The Secretary reported that upon request of the President dated June 10th, 1919, a copy of which is attached hereto, he mailed the attached notice of this meeting to each of the stockholders of the corporation, except William G. McAdoo, Esq., at his last known post office address, more than ten days prior to the date hereof. The Secretary presented a waiver of notice signed by said William G. McAdoo, which waiver is as follows:

UNITED ARTISTS CORPORATION

WAIVER OF NOTICE OF SPECIAL MEETING OF STOCKHOLDERS.

I, the undersigned, being a stockholder in United Artists Corporation, hereby waive notice of the time, place and purpose of a special meeting of the stockholders of said corporation to be held at No. 729 Seventh Avenue, New York City, on June 26th, 1919, at four o'clock P. M.

Dated: June 26, 1919.

Mr Mcadoo

Inasmuch as there were not present or represented by proxy at the meeting stockholders owning a majority in interest of each class of stock of the Corporation having voting power, on motion duly made, seconded and unanimously carried, the meeting was adjourned to three o'clock p. m., July 21st, 1919.

Secretary

United Artists Corporation
729 Seventh Avenue
New York

OFFICE OF THE PRESIDENT

June 10, 1919.

Dear Sir:-

There will a special meeting of the shareholders of United Artists Corporation to be held at No. 729 Seventh Avenue, New York City, New York, at 1 o'clock P. M. on the 20th day of June, 1919, for the purpose of ratifying and consenting to the issuance of common stock authorized by the directors of this corporation at a special meeting thereof held at No. 729 Seventh Avenue, New York City, New York, on May 29, 1919.

Yours very truly,

President.

G. B. Clifton,
Secretary, United Artists Corporation,
729 Seventh Avenue,
New York City.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

of

UNITED ARTISTS CORPORATION.

NOTICE IS HEREBY GIVEN that a meeting of the shareholders of United Artists Corporation will be held at the office of the Company, No. 729 Seventh Avenue, New York City, New York, on the 26th day of June, 1919, at 4 o'clock P. M. for the purpose of ratifying and consenting to the issuance of common stock authorized by the Board of Directors of this corporation at a special meeting thereof held at No. 729 Seventh Avenue, New York City, New York, on May 29, 1919.

Secretary.

UNITED ARTISTS CORPORATION

PROXY

KNOW ALL MEN BY THESE PRESENTS:

That I, MARY PICKFORD, do hereby constitute and appoint Mrs Charlotte Pickford or Clarence O'Brien to be my lawful attorney and substituted proxy for me and in my name, to vote upon all the stock held by me in United Artists Corporation, at a special meeting of shareholders of such corporation to be held on the 16th day of June, 1919, and at any adjourned meeting thereof, as fully and with the same effect as I might or could do were I personally present at such meeting.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of June, 1919.

Gladys Mary Moore
known as
Mary Pickford.

Witness
F. E. Benson

UNITED ARTISTS CORPORATION

PROXY

KNOW ALL MEN BY THESE PRESENTS:

That I, DOUGLAS FAIRBANKS, do hereby constitute and appoint DENIS F. O'BRIEN to be my lawful attorney and substituted proxy for me and in my name, to vote upon all the stock held by me in United Artists Corporation, at a special meeting of shareholders of such corporation to be held on the 20th day of June, 1919, and at any adjourned meeting thereof, as fully and with the same effect as I might or could do were I personally present at such meeting.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of June, 1919.

Douglas Fairbanks

Witness:
John Fairbanks

MINUTES OF REGULAR MEETING OF THE BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION HELD July 8, 1919.

A regular meeting of the Board of Directors of United Artists Corporation was held in the office of the president, on the 9th floor of 729 Seventh Avenue, in the city of New York, N. Y. on the 8th day of July, 1919, at 4:15 o'clock p. m.

Present: Mrs. Pickford and Messrs. Banzhaf and Burkan.

In the absence of the president, Mr. Burkan acted as Chairman.

The Secretary read the minutes of the special meeting of June 19th, 1919, and upon motion duly made, seconded and unanimously carried, the minutes were approved.

On motion duly made, seconded and unanimously carried, it was

RESOLVED That the secretary be and he hereby is authorized to take out such licenses as may be necessary incident to the establishment of branch exchanges in cities within the United States.

The method to be pursued by the corporation in conducting its business in Canada was discussed, and it was determined that the General Counsel should procure an opinion of a competent Canadian law firm before a definite conclusion was reached.

Secretary.

MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION HELD July 18, 1919.

A special meeting of the Board of Directors of United Artists Corporation was held at the office of the Corporation on the 9th floor of No. 729 Seventh Avenue, in the city of New York, N. Y. at 11 O'clock a. m. July 18th, 1919.

Present: Messrs. Price, O'Brien and Burkan, representing a majority of the Board.

The secretary stated that the meeting was called and held pursuant to waiver of notice of meeting signed by a majority of the members of the Board of Directors. Such waiver is as follows:

UNITED ARTISTS CORPORATION

Waiver of Notice of Special Meeting of Board of Directors.

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We, the undersigned, being all of the directors of United Artists Corporation, do hereby waive notice of the time, place and purpose of the special meeting of the Board of Directors of United Artists Corporation.

We designate the 18th day of July, 1919, at 11:00 o'clock a. m. as the time, and the office of the President of the Corporation on the 9th floor of 729 Seventh Avenue, in the city of New York, N. Y. as the place of said meeting; the purpose of said meeting being to further discuss the proposed contract with William S. Hart; the designation of an agent in the State of Michigan; also for the transaction of such other business as may be necessary or advisable.

DATED: July 18, 1919.

Oscar A Price
Albert H Banzhaf
Dennis F. O'Brien
Nathan Burkan
Charlotte Pickford.

The minutes of the last meeting were read and approved.

The secretary stated that the laws of Michigan require a resolution of the Board of Directors appointing an agent of the corporation to receive service in that state on behalf of the company, whereupon, upon motion duly made, seconded and carried, the following resolution was unanimously adopted:

> RESOLVED, That George W. Moore of Campau Building, Detroit, Mich. be and he is duly appointed the agent of this Corporation, and authorized to acknowledge service of any and all process for and on behalf of this corporation, and this corporation does hereby consent that service of process upon said George W. Moore shall be taken and held to be as valid as if served upon this corporation, according to the laws of the State of Michigan or any other State, and this corporation hereby waives all claim of error by reason of such service.

Secretary.

UNITED ARTISTS CORPORATION

MINUTES OF ADJOURNED MEETING OF THE

STOCKHOLDERS' SPECIAL MEETING of June 26, 1919,

HELD July 21, 1919.

Minutes of adjourned special meeting of the shareholders of United Artists Corporation, duly called and held at the office of the Corporation, No. 729 Seventh Avenue, New York City, on July 21, 1919, at three o'clock p. m., pursuant to adjournment duly taken at 4:05 o'clock p. m., on June 26, 1919.

The President called the meeting to order.

The Secretary reported that there were represented by Dennis F. O'Brien and Nathan Burkan, as proxies, 3000 shares out of the entire issue of 5000 common shares outstanding and that the Common Stock of the Corporation is the only class of stock outstanding entitled to vote.

On motion duly made, seconded and unanimously carried, the meeting was adjourned to September 9, 1919, at four o'clock p. m.

Assistant Secretary

UNITED ARTISTS CORPORATION

PROXY

KNOW ALL MEN BY THESE PRESENTS:

That I, CHARLES CHAPLIN, do hereby constitute and appoint NATHAN BURKAN to be my lawful attorney and substituted proxy for me and in my name, to vote upon all the stock held by me in United Artists Corporation, at a special meeting of shareholders of such corporation to be held on the 26th day of June, 1919, and at any adjourned meeting thereof, as fully and with the same effect as I might or could do were I personally present at such meeting.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of June, 1919.

Charles Chaplin

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION HELD August 4, 1919.

A special meeting of the Board of Directors of United Artists Corporation was held at the office of the Corporation on the 9th floor of No. 729 Seventh Avenue, in the city of New York, N. Y. at 11 o'clock A. M. August 4, 1919.

Present: Messrs. Banshaf, Durkan, O'Brien and Price, representing a majority of the Board.

The Secretary stated that the meeting was called and held pursuant to waiver of notice of meeting signed by a majority of the members of the Board of Directors. Such waiver is as follows:

UNITED ARTISTS CORPORATION

Waiver of Notice of Special Meeting of Board of Directors.

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We, the undersigned, being all the directors of United Artists Corporation, do hereby waive notice of the time, place and purpose of the special meeting of the Board of Directors of United Artists Corporation.

We designate the 4th day of August at 11:00 o'clock a. m. as the time, and the office of the President of the Corporation on the 9th floor of No. 729 Seventh Avenue, in the city of New York, N. Y. as the place of said meeting; the purpose of said meeting being to consider and act upon such resolutions as are prescribed by the Statute of the State of Massachusetts in connection with the corporation's application to do business in that State; and the designation of agents in the states of California and Washington.

DATED: August 4, 1919.

Oscar A Price
Albert H Banzhaf
Dennis F. Brien
William Burbank
Charlotte Pickford

The minutes of the last meeting were read and approved.

The Secretary stated that the laws of Massachusetts require the annual appointment of an auditor by the Board of Directors, and upon motion duly made, seconded and carried, the following resolution was unanimously adopted:

> RESOLVED, That the Board of Directors of this corporation which has an outstanding capital stock of $100,000 or more, at a meeting held at its offices in New York, on the 4th day of August, 1919, have employed Paul Berman, of New York, N. Y., as auditor, pursuant to the provision of Section 56, Chapter 490, Part III in the Acts of 1903, and Chapter 336, Acts of 1909.

The Secretary stated further, that the laws of Massachusetts require a resolution of the Board of Directors appointing the Commissioner of Corporations of the Commonwealth of Massachusetts or his successor in office, as Agent of the Corporation to receive service in that State on behalf of the Corporation, whereupon, on motion duly made, seconded and carried, the following resolution was unanimously adopted:

> RESOLVED, That this Corporation hereby appoints the Commissioner of Corporation of the Commonwealth of Massachusetts, or his successor in office, to be its true and lawful Attorney, in and for said Commonwealth, upon whom all lawful processes in any action or proceeding against this Corporation in said Commonwealth may be served in like manner and

with the same effect as if this Corporation existed therein. And this Corporation hereby stipulates and agrees that any lawful process against it, which is served on its said Attorney, shall be of the same legal force and validity as if served on this Corporation. This appointment, and the authority of said Attorney, shall continue in force so long as any liability remains outstanding against this Corporation in said Commonwealth, and the President and Clerk or Secretary are hereby authorized to execute, in the name of the Corporation, and under its corporate seal, a certificate of authority or power of attorney, to the said Commissioner of Corporations, in conformity with this Resolution and the laws of said Commonwealth."

The Secretary stated further that the laws of California require a resolution of the Board of Directors appointing an agent of the corporation to receive service in that State, and upon motion duly made, seconded and carried, the following resolution was unanimously adopted:

RESOLVED, That J. D. Barer, Title Insurance Building, Los Angeles, Calif. be and he hereby is designated, constituted and appointed agent of this corporation and is the person upon whom process issued by authority of or under any law in the State of California may be served.

The Secretary stated further that the laws of Washington require a resolution of the Board of Directors appointing an agent of the corporation to receive service in that State, and upon motion duly made, seconded and carried, the following resolution was unanimously adopted:

RESOLVED, That United Artists Corporation of Delaware, having been admitted, or having applied for admission, to transact business in the State of Washington, in conformity with the laws thereof, does hereby make, constitute and appoint J. H. Powell to reside at the City of Seattle,

(New York Building) County of King, the principal place of business of said corporation in the State of Washington, its true and lawful attorney, in and for the State of Washington, on whom all process of law against said United Artists Corporation may be served in any action or special proceeding against the said United Artists Corporation in the State of Washington, subject to and in accordance with all the provisions of the statutes and laws of said State of Washington now in force, and such other acts as may be hereafter passed amendatory thereof and supplementary thereto. And the attorney is hereby duly authorized and empowered, as the agent of said United Artists Corporation to receive and accept service of process in all cases provided for by the laws of the State of Washington, and such service shall be deemed valid personal service upon said United Artists Corporation. This appointment to continue in force for the period of time and in the manner provided by the statutes of the State of Washington, and until another attorney shall be duly and regularly constituted.

The meeting then adjourned.

Secretary.

MINUTES OF REGULAR MEETING OF THE BOARD OF DIRECTORS of UNITED ARTISTS CORPORATION HELD AUGUST 12, 1919.

A regular meeting of the Board of Directors of United Artists Corporation was held in the office of the corporation, on the 9th floor of 729 Seventh Avenue, in the city of New York, N. Y. on the 12th day of August, 1919, at 4:55 o'clock p. m.

Present: Messrs. Banzhaf, O'Brien and Price, constituting a majority of the directors.

On motion duly made, seconded and unanimously carried, it was

RESOLVED, That the President and the Treasurer be, and they hereby are authorized to open bank accounts in behalf of the corporation when necessity warrants, in the following banks:

Trust Company of Georgia	Atlanta, Ga.
International Trust Company	Boston, Mass.
Cleveland Trust Company	Cleveland, O.
American Exchange National Bank	Dallas, Tex.
American Bank and Trust Company	Denver, Colo.
Northwestern National Bank	Minneapolis, Minn.
Merchants National Bank	Los Angeles, Calif.
Central Union Trust Company	(42nd St. Br.) N.Y.C.
Girard National Bank	Philadelphia, Pa.
Union Trust Company	San Francisco, Calif
Seattle National Bank	Seattle, Wash.
Franklin National Bank	Washington, D. C.
Mellon National Bank	Pittsburgh, Pa.

Mr. Hoover, of McAdoo, Cotton & Franklin, stated that United Artists Corporation Limited, with capital of $10,000, represented by 100 shares having a par value of $100 each, was being organized under the Dominion Corporation Act in Canada, and outlined in detail the method proposed to be adopted for the distribution of photoplays in Canada through said corporation.

After thorough discussion, it was determined that the corporation should be organized as stated, but that the question whether this corporation or the Artists should own the capital stock of the Canadian Corporation should be held in abeyance pending further investigation.

Mr. Hoover also proposed the formation of a subsidiary corporation in Illinois with a nominal capital stock of 100 shares at $100 each to distribute the photoplays of this corporation from the Chicago, Detroit and Kansas City, Missouri exchanges, and to be licensed in the states of Michigan and Missouri. After full discussion it was ordered that such a corporation be organized, but that the question of ownership of the stock be passed pending further investigation.

On motion duly made, seconded and unanimously carried, it was

RESOLVED, That the president be, and he hereby is authorized to conclude arrangements with a responsible Surety Company for bonding each of the Distributing Depot Sales Managers in the sum of $5,000.

The meeting then adjourned.

Secretary.

MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION HELD August 15, 1919.

A special meeting of the Board of Directors of United Artists Corporation was held in the office of the corporation, No. 729 Seventh Avenue, in the city of New York, N. Y. at 4:00 O'clock p. m. August 15, 1919.

PRESENT: Messrs. Albert H. T. Banzhaf, Nathan Burkan, Dennis F. O'Brien and Oscar A. Price.

In Attendance: Mr. L. B. Hoover.

The Secretary stated that the meeting was called and held pursuant to waiver of notice of meeting signed by all the members of the Board of Directors. Such waiver is as follows:

UNITED ARTISTS CORPORATION

Waiver of Notice of Special Meeting of Board of Directors.

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We, the undersigned, being all of the Directors of United Artists Corporation, do hereby waive notice of the time, place and purpose of the Special Meeting of the Board of Directors of United Artists Corporation.

We designate the 15th day of August, 1919, at 4:00 o'clock p. m. as the time, and the office of the President of the corporation on the 9th floor of 729 Seventh Avenue, in the city of New York, N. Y. as the place of said meeting; the purpose of said meeting being to transact such business as may be necessary with respect to the corporation doing business in the Dominion of Canada and in the States of Illinois, Michigan and Missouri; also for the transaction of such other business as may be deemed advisable.

DATED: Aug. 15th, 1919.

Oscar A Price
Albert H Barnes Esq
Charles Emden
Dennis F. O'Brien
Charlotte Pickford

Mr. Price called the meeting to order and acted as Chairman thereof, and Mr. J. E. Clifton, Secretary of the Corporation, acted as Secretary of the meeting.

The Secretary read the minutes of the regular meeting of Directors held on August 12th, 1919, and upon motion duly made, seconded and unanimously carried, the minutes were approved.

Mr. Hoover explained to the meeting various plans which had previously been discussed with reference to the handling or distribution of photoplays in Canada and in Illinois, Michigan and Missouri.

The Chairman then presented the following resolutions which were thereupon moved and seconded and unanimously adopted:

WHEREAS, it is deemed expedient that the Corporation distribute its products in Canada through a Corporation organized under and by virtue of the laws of the Dominion of Canada,

RESOLVED, that this Corporation purchase 100 shares of Common Stock of the par value of $100 each, of the United Artists Corporation, Limited, a corporation to be or being organized under the laws of the Dominion of Canada, and having an authorized capital of 100 shares of Common Stock of the par value of $100 each, and

RESOLVED, that the officers of this Corporation be, and they hereby are, authorized to subscribe for 100 shares of said Canadian Corporation at $100 per share and pay cash therefor as calls are issued thereon; and

RESOLVED, that the officers be and they hereby are authorized to enter into and execute a contract or contracts with the artists and the United Artists Corporation Limited, of Canada, for the sale to United Artists Corporation Limited of the exclusive license to distribute, and cause to be distributed, in the Dominion of Canada, and Newfoundland, the photoplays of this Corporation, upon such terms and such consideration as the President and General Manager of this Corporation may determine to be the fair market value thereof,

FURTHER, it is deemed expedient that this Corporation distribute its product from exchanges in the City of Chicago, State of Illinois, City of Detroit, State of Michigan, and the City of Kansas City, State of Missouri, and certain territory adjacent thereto, through a corporation organized under and by virtue of the laws of the State of Illinois,

RESOLVED, that this Corporation purchase 50 shares of Common Stock of the par value of $100 each, of the United Artists Corporation of Illinois, a corporation to be or being organized under the laws of the State of Illinois, and having an authorized capital of 100 shares of Common Stock of the par value of $100 each; and

RESOLVED, that the officers of this Corporation be, and they hereby are, authorized to purchase and pay $5,000 in cash for 50 shares of said Illinois Corporation, and

RESOLVED, that the officers be, and they hereby are, authorized to enter into and execute a contract with the Artists and the United Artists Corporation of Illinois for the sale to United Artists Corporation of Illinois of the exclusive license to distribute, and cause to be distributed, in territory covered by exchanges in said Chicago, Detroit and Kansas City, the photoplays of this Corporation, upon such terms and consideration as the President and General Manager of this Corporation may determine to be the fair market value thereof.

Mr. Hoover then stated that the Illinois Corporation required a resident director, and the name of Edward P. Dunne of Chicago, was submitted, and it was ordered that Mr. Dunne be elected a resident director of

the Illinois Corporation.

Upon motion duly made, seconded and carried, the following resolution was adopted:

RESOLVED, that appointment of George E. Moore of Campau Building, Detroit, Michigan, as Agent of this Corporation with authority to acknowledge service of any and all process for and on behalf of this Corporation, and the consent of this Company that service of process upon said George E. Moore shall be valid and held to be as valid as if served upon this Corporation, according to the laws of the State of Michigan or any other State, and the consent of this Company that it waives all claim of error by reason of such service, be and the same hereby is revoked and withdrawn.

Secretary.

MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION HELD AUGUST 28, 1919.

A special meeting of the Board of Directors of United Artists Corporation was held in the office of the President of the Corporation at 729 Seventh Avenue, in the city of New York, N. Y. at 4:00 o'clock p. m. August 28, 1919.

PRESENT: Messrs. Albert H. T. Banshaf, Nathan Burkan, Dennis F. O'Brien and Oscar A. Price.

IN ATTENDANCE: Mr. L. R. Hoover.

The Secretary stated that the meeting was called and held pursuant to waiver of notice of meeting signed by all the members of the Board of Directors. Such waiver is as follows:

UNITED ARTISTS CORPORATION

Waiver of Notice of Special Meeting of Board of Directors.

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We, the undersigned, being all of the Directors of United Artists Corporation, do hereby waive notice of the time, place and purpose of the Special Meeting of the Board of Directors of United Artists Corporation.

We designate the 28th day of August, 1919 at 4:00 o'clock p. m. as the time, and the office of the President of the corporation on the 9th floor of 729 Seventh Avenue, in the city of New York, N. Y. as the place of said meeting, the purpose of said meeting being to transact such business as may be necessary with respect to the proposed contract with David W. Griffith for the marketing and distributing of the photoplay known as "Broken Blossoms".

DATED: Aug. 28th, 1919.

Ass'n A Price
Albert F Banzhaf
Dennis F Brien
Nathalie Burbank
Charlotte Pickford

Mr. Price called the meeting to order and acted as Chairman. Mr. G. B. Clifton, Secretary of the Corporation, acted as Secretary of the meeting.

On motion duly made, seconded and unanimously carried, the minutes of the special meeting held August 15th, 1919, were approved.

Mr. Price presented a proposition from Mr. Banznaf, providing for the corporation to market and distribute the photoplay known as "BROKEN BLOSSOMS" on the following basis:

(a) A special contract drawn along the lines of the present contract with the four artists, is to be entered into between the corporation and Mr. David W. Griffith.

(b) Mr. Griffith requires $250,000 to finance the matter, and will furnish a promissory note payable on demand, for that amount - which note it is proposed to have endorsed by the United Artists Corporation, discounted and deposited by them, in the Central Union Trust Company of New York - after which the $250,000 is to be paid to Mr. Griffith.

80% of the cash rental deposits, from leases for the photoplay, as received, are to be set aside in a separate account and payments made by the United Artists Corporation to the Central Union Trust Company of New York until the amount of the note - $250,000 - is fully paid.

The Directors discussed the matter thoroughly, and were advised by the President that Mr. Hiram Abrams, General Manager, had carefully investigated the possibilities for the

marketing and distribution of the photoplay known as "BROKEN BLOSSOMS", and that Mr. Abrams felt sure that such contract as the one outlined above could be entered into by the corporation with an assurance of making a satisfactory profit.

On motion of Mr. Burkan, seconded by Mr. O'Brien, (Mr. Banshaf not voting) the following resolution was adopted:

RESOLVED, that the proper officers of this corporation be, and they hereby are authorized to execute and deliver on behalf of this corporation, under its corporate seal, a contract between David W. Griffith and the United Artists Corporation for the marketing and distribution of the photoplay known as "BROKEN BLOSSOMS", with the understanding that such contract is to embody all the features of the contract which the corporation entered into with Charles Chaplin, Douglas Fairbanks, David W. Griffith and Gladys Mary Moore (professionally known as Mary Pickford) and dated the 5th day of February, 1919.

RESOLVED FURTHER, that the President and the Treasurer be, and they hereby are authorized to endorse in behalf of this corporation a promissory note payable on demand, signed by David W. Griffith.

RESOLVED FURTHER, that the President and the Treasurer be, and they hereby are authorized to deposit said note in the Central Union Trust Company of New York to the credit of United Artists Corporation, and after so doing, to pay to David W. Griffith the sum of $250,000.

RESOLVED FURTHER, that as cash rental deposits from leases for "BROKEN BLOSSOMS" are received, 80% of the same shall be set aside in a separate account, and the moneys accumulating in this account shall from time to time be paid to the Central Union Trust Company until the entire sum of $250,000 and interest is fully paid.

RESOLVED FURTHER, that the interest charges accruing on the promissory note signed by Mr. Griffith are to be borne by him.

The meeting then adjourned.

Secretary.

UNITED ARTISTS CORPORATION

Adjourned Stockholders' Special Meeting.

Minutes of adjourned special meeting of United Artists Corporation, duly called and held at the office of the Corporation, No. 729 Seventh Avenue, New York City, on Sept. 9th, 1919, at four o'clock p. m., pursuant to adjournment duly taken at 3:05 o'clock p. m., on July 21st, 1919.

The Secretary reported that there were represented by Dennis F. O'Brien, Nathan Burkan and Albert H. T. Banshaf, as proxies, 4000 shares out of the entire issue of 5000 common shares outstanding and that the common stock of the Corporation is the only class of stock outstanding entitled to vote.

There being a quorum present, the Secretary read to the meeting the minutes of the special meeting of stockholders held June 26th, and of an adjourned meeting thereof held July 21st, of which said meetings this meeting is an adjournment, and said minutes were unanimously approved.

The Secretary presented and read the following resolutions which were adopted by the Board of Directors of the Corporation at a special meeting thereof held at

No. 729 Seventh Avenue, New York City, on May 29, 1919:

"WHEREAS in the judgment of the Board of Directors the photoplays agreed to be delivered to this Corporation under said contracts are necessary for the business of this Corporation and constitute good and sufficient consideration for the issue of five thousand (5,000) shares of the common stock of this Corporation, the same being without par or nominal value:

"RESOLVED that, in consideration of the delivery of said contracts to this Corporation, the proper officers of this Corporation be, and they hereby are, authorized to issue and deliver to William G. McAdoo, Esq., one thousand (1,000) shares of no par value of this Corporation fully paid and non-assessable, said shares to include the shares of no par value subscribed for by the signers of the certificate of incorporation of this Corporation, assignments of said subscriptions being held by him; and

"RESOLVED that, in consideration of the delivery of said contracts to this Corporation, the proper officers of this Corporation be, and they hereby are authorized to issue to said Charles Chaplin, Douglas Fairbanks, David W. Griffith and Gladys Mary Moore (professionally known as Mary Pickford) one thousand (1,000) shares of no par value each, making a total of four thousand (4,000) shares of no par value to a person or corporation to be agreed upon by said Charles Chaplin, Douglas Fairbanks, David W. Griffith and Gladys Mary Moore (professionally known as Mary Pickford) and this Corporation, and to no other person, said four thousand (4,000) shares to be held by said person or corporation in escrow in accordance with the provisions of said contracts between said Charles Chaplin, Douglas Fairbanks, David W. Griffith and Gladys Mary Moore (professionally known as Mary Pickford) and this Corporation; and

"RESOLVED that the proper officers of this Corporation be, and they hereby are, authorized and directed to execute an escrow agreement for the holding and delivery of said four thousand (4,000) shares of non-par value in accordance with the terms and provisions of said contracts between said Charles Chaplin, Douglas Fairbanks, David W. Griffith and Gladys Mary Moore (professionally known as Mary Pickford) and this Corporation dated February

5th, 1919, said escrow agreement to provide that while said four thousand (4,000) shares are held in escrow, each of the aforesaid artists shall have the right to vote his or her respective holdings thereof; provided that said escrow agreement shall be approved by the general counsel of this Corporation before execution of the same by its officers."

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the shareholders of this Corporation do hereby in all respects ratify, adopt and confirm the aforesaid resolutions of the Board of Directors and the action taken or to be taken thereunder by said Board, and do hereby consent to the issuance of the common stock of this corporation in the manner provided for in said resolutions.

G B Hilton
Secretary

UNITED ARTISTS CORPORATION

PROXY

KNOW ALL MEN BY THESE PRESENTS:

That I, DAVID W. GRIFFITH, do hereby constitute and appoint ALBERT H. T. BANZHAF to be my lawful attorney and substituted proxy for me and in my name, to vote upon all the stock (1000 Shares of Common Stock) held by me in United Artists Corporation, at a special meeting of shareholders of such corporation to be held on the 28th day of June, 1919, and at any adjourned meeting thereof, as fully and with the same effect as I might or could do were I personally present at such meeting.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of June, 1919.

David W. Griffith

WITNESS:

J. A. Wiener

MINUTES OF REGULAR MEETING OF BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION HELD Sept. 9, 1919.

A regular meeting of the Board of Directors of United Artists Corporation was held in the office of the President of the Corporation, on the 9th floor of 729 Seventh Avenue, in the City of New York, N. Y., at 4:20 O'clock p. m., on the 9th day of September, 1919.

PRESENT: Messrs. Banzhaf, Burkan, O'Brien and Price, constituting a majority of the Directors.

In attendance: Mr. F. H. McAdoo.

Mr. Price called the meeting to order and acted as Chairman thereof. Mr. C. B. Clifton, Secretary of the Corporation, acted as Secretary of the meeting.

The Secretary read the minutes of the special meeting of the Board of Directors held on August 28th, and upon motion duly made, seconded and unanimously carried, the minutes were approved.

On motion duly made, seconded and unanimously carried, it was

RESOLVED, that the President and the Treasurer be, and they hereby are authorized to open a bank account in behalf of the corporation, with the Citizens Bank and Trust Company of Louisiana, New Orleans, La.

The President presented statements showing contracts executed to the close of business Sept. 6th, 1919, for the photoplays "His Majesty, the American and "Broken Blossoms".

The meeting then adjourned.

Secretary.

MINUTES OF REGULAR MEETING OF THE BOARD
OF DIRECTORS OF UNITED ARTISTS CORPORATION
HELD October 14, 1919.

A regular meeting of the Board of Directors of United Artists Corporation was held in the office of the President of the Corporation, on the 9th floor of 729 Seventh Avenue, in the city of New York, N. Y., on the 14th day of October, 1919, at 4:00 O'clock, P. M.

Present: Mr. Oscar A. Price.

In the absence of a quorum, the meeting was adjourned until 4:00 o'clock p. m., Oct. 21st, 1919.

Secretary.

MINUTES OF THE REGULAR MEETING OF THE
BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION
HELD Oct. 21, 1919.

A regular meeting of the Board of Directors of United Artists Corporation was held in the office of the President of the Corporation, on the 9th floor of No. 729 Seventh Avenue, in the city of New York, N. Y., on the 21st day of October, 1919, at 4:00 O'clock p. m.

Present: Messrs. Albert H. T. Banzhaf, and Oscar A. Price.

In attendance: Mr. L. R. Hoover.

In the absence of a quorum, on motion duly made and seconded, the meeting was adjourned until 4:00 O'clock p. m., Friday, Oct. 24th, 1919.

Secretary.

MINUTES OF REGULAR MEETING OF BOARD OF DIRECTORS
OF UNITED ARTISTS CORPORATION HELD
Oct. 24, 1919.

A regular meeting of the Board of Directors of United Artists Corporation was held Oct. 14th, 1919, and adjourned because of lack of quorum until Oct. 21st, 1919, and again adjourned because of lack of quorum until Oct. 24th, was held Oct. 24th in the office of the President of the Corporation on the 9th floor of 729 Seventh Avenue, in the city of New York, N. Y., at 4:00 O'clock p. m.

Present: Mrs. Charlotte Pickford and Messrs. Albert H. T. Banzhaf, Nathan Burkan, Dennis F. O'Brien and Oscar A. Price.

In attendance: Mr. L. H. Hoover.

Mr. Price called the meeting to order and acted as Chairman thereof. Mr. J. [illegible] Clifton, Secretary of the Corporation, acted as Secretary of the meeting.

On motion duly made, seconded and unanimously carried, the minutes of the meetings held Sept. 9th, Oct. 14th and Oct. 21st were approved.

Mr. Hoover read a letter dated Oct. 22nd from the Secretary of United Artists Corporation, addressed to United Artists Corporation, Limited, authorizing the latter corporation to credit itself with $10,000 in full payment of 100 shares of stock. He also read a letter dated Oct. 22nd from the Secretary of United Artists Corporation, Limited, addressed to United Artists Corporation, acknowledging receipt of the previous letter with respect to the payment in full for 100 shares of the

capital stock of United Artists Corporation, Limited. On motion of Mr. O'Brien, seconded by Mr. Burkan and unanimously carried, these two letters were approved.

On motion of Mr. Burkan, seconded by Mr. O'Brien, and unanimously carried, it was

RESOLVED, that the members of the Board of Directors of United Artists Corporation and the General Manager be reimbursed for expenses incurred by them on a trip made to Los Angeles in September, to meet with the Stockholders.

On motion made by Mr. O'Brien, seconded by Mr. Burkan, the following preamble and resolutions were unanimously carried:

Whereas, the stockholders of this Corporation have expressed the desire to relieve Mr. Hiram Abrams, General Manager, from liability under his contract with the Corporation, dated May 7th, 1919, under the penalty clause whereby he is liable to the Corporation in the event operating expenses exceed 12% of the gross receipts.

RESOLVED, that the officers of this Corporation be and they hereby are authorized to enter into and execute for the Corporation a supplemental agreement with Mr. Hiram Abrams, relieving him from all penalties incurred under his contract with the Corporation dated May 7th, 1919, by reason of any excess in operating expenses above 12% of the gross receipts prior to June 30, 1920, and

RESOLVED, that the General Counsel be requested to prepare the necessary supplementary agreement to so modify said contract.

The President presented a report in respect to the operations of the corporation from April 1st to Sept. 27th, with recommendations. After discussion, it was determined that action on this report and its recommendations should be held in suspense until the next regular meeting of the Board.

The President submitted list of salesmen in the Home Office and the Distributing Depots.

The meeting then adjourned.

Secretary.

MINUTES OF REGULAR MEETING OF BOARD OF DIRECTORS
OF UNITED ARTISTS CORPORATION HELD
Nov. 11, 1919.

A regular meeting of the Board of Directors of United Artists Corporation was held at 4:25 o'clock p. m., Tuesday, Nov. 11, 1919, in the office of the President of the Corporation, on the 9th floor of 729 Seventh Avenue, in the city of New York, N. Y.

PRESENT: Mrs. Charlotte Pickford, Messrs. Nathan Burkan, Dennis F. O'Brien and Oscar A. Price.

In attendance: Miss Mary Pickford, Mr. D. W. Griffith and Mr. L. R. Hoover.

Mr. Price called the meeting to order and acted as Chairman thereof. Mr. J. B. Clifton, secretary of the corporation, acted as secretary of the meeting.

On motion duly made, seconded and unanimously carried, the minutes of the meeting held Oct. 24th were approved, with the addition of the following resolution:

RESOLVED, that Mrs. Charlotte Pickford be reimbursed for expenses incurred by her on trip from Los Angeles to New York, and return, and reasonable hotel expenses in New York, to attend meetings of the Board on October 24th and Nov. 11th.

On motion of Mr. O'Brien, seconded by Mr. Burkan, and unanimously carried, it was

RESOLVED, that the President and Treasurer be, and they hereby are authorized to make advances

on behalf of this corporation, to Mr. Douglas Fairbanks or his nominee, amounting to 80% of such advance payments as may be collected by this corporation from exhibitors in connection with the sale of the exhibition rights of the photoplay known as "WHEN THE CLOUDS ROLL BY" prior to its delivery to this corporation; such advance payments shall be made weekly, and the aggregate sum of such advances shall not succeed $200,000 up to the time of delivery of said photoplay to this corporation, such advances, without interest, to be credited to this corporation upon final accounting between it and Mr. Fairbanks; provided that in consideration of receiving such advances, Mr. Fairbanks shall execute an agreement prepared by the General Counsel, indemnifying this corporation against any loss that may arise through failure on his part to promptly deliver said photoplay on which he may receive such advances.

On motion by Mr. O'Brien, seconded by Mr. Burkan,

and unanimously carried, it was

RESOLVED, that the President and Treasurer be, and they hereby are authorized to make advances on behalf of this Corporation to Miss Mary Pickford or her nominee, if she so elects, amounting to 80% of such advance payments as may be collected by this corporation from exhibitors in connection with the sale of the exhibition rights of the photoplay known as "POLLYANNA" prior to its delivery to this corporation, such advance payments shall be made weekly, and the aggregate sum of such advances shall not exceed $200,000 up to the time of delivery of said photoplay to this corporation, such advances, without interest, to be credited to this corporation upon final accounting between it and Miss Mary Pickford, provided that in consideration of receiving such advances, Miss Mary Pickford shall execute an agreement prepared by the General Counsel, indemnifying this corporation against any loss that may arise through failure on her part to promptly deliver said photoplay on which she may receive such advances.

On motion by Mr. Burkan, seconded by Mr. O'Brien,

and unanimously carried, it was

RESOLVED, that effective with the week ending Nov. 15th 1919, the salary of the Secretary and Treasurer be increased to $125.00 per week.

On motion duly made, seconded and unanimously carried, the meeting adjourned to meet at 4:00 o'clock p. m., Wednesday, Nov. 12, 1919.

Secretary

MINUTES OF CONTINUED REGULAR MEETING OF NOV. 11, 1919, of Board of Directors of UNITED ARTISTS CORPORATION HELD NOV. 12, 1919.

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Continuation of regular meeting of the Board of Directors of United Artists Corporation adjourned from Nov. 11th, 1919, was held at 4:30 O'clock p. m., Wednesday, Nov. 12th, 1919, in the office of the president of the corporation, on the 9th floor of 729 Seventh Avenue, in the city of New York, N. Y.

PRESENT: Mrs. Charlotte Pickford, Messrs. Albert H. T. Banzhaf, Nathan Burkan, Dennis F. O'Brien and Oscar A. Price.

IN ATTENDANCE: Miss Mary Pickford, Mr. D. W. Griffith, Mr. Hiram Abrams and Mr. L. R. Hoover.

Mr. Price called the meeting to order and acted as Chairman thereof. Mr. C. B. Clifton, Secretary of the Corporation, acted as Secretary of the meeting.

Upon motion duly made, seconded and unanimously carried, the minutes of the meeting of Nov. 11th, 1919, were approved.

On Mr. O'Brien's suggestion, Mr. Abrams was requested to explain his proposed plan for deviating from the present selling policy of the corporation to the extent of handling "POLLYANNA" on a percentage basis. He explained his plan in detail, stating that he believed it would result in a very much greater revenue from the

picture than could be secured by following the present policy. He asked for authority to make whatever percentage arrangements he thought best, and assured the Board that in all cases he would secure a cash deposit from the exhibitor as a guarantee of good faith. He explained that his plan would mean that initially the receipts would not be as large as under the present plan of selling, but that after the picture was played, the percentage returns should considerably exceed the returns that can be obtained by the present selling method. Mr. Aarons stated that he thought it would not be necessary to employ to exceed 20 percentage receipt checkers, and that these need be used only in checking theatres where any doubt existed as to securing a square deal from the exhibitor. It was his thought that most of the larger theatres could be trusted to make honest returns. The payment of the expenses of these checkers was thoroughly discussed, and it was Mr. Aarons' opinion that a period of six months from the date of the release of the picture would be ample time in which to demonstrate whether the proposed selling plan is better than the present one.

Miss Pickford stated that she was agreeable to "POLLYANNA" being used for this experiment, and, on motion duly made, seconded and unanimously carried, it was

RESOLVED, that the General Manager be, and he hereby is authorized to deviate from the present policy in selling "POLLYANNA" and use his best judgment in determining where and when the selling of the picture on the percentage basis will result in greater revenue.

RESOLVED FURTHER, that he is authorized to employ the necessary persons to check the percentage receipts at the theatres, in a number not to exceed twenty, said persons to be paid salaries not to exceed $75.00 a week, and necessary traveling expenses.

RESOLVED FURTHER, that this expense be deducted from the gross receipts before the 80% or 70% due the artists is paid.

On motion of Mr. Banzhaf, seconded by Mr. Burkan, it was

RESOLVED, that the officers of the corporation be, and they hereby are authorized to pay to the National Motion Picture Association the sum of $150.00 on each special picture is released, with the understanding that such moneys are to be used in the furtherance of that Association's Censorship Committee's activities toward combating the present and proposed censorship restrictions.

RESOLVED FURTHER, that in forwarding such moneys to the National Motion Picture Association, it be advised that Mr. Albert H. T. Banzhaf, a director of this corporation, is its authorized representative with respect to censorship matters.

Mr. Griffith discussed at length the proposed making of a photoplay "ROMANCE" with Doris Keane as star, and after a general discussion, on motion duly made, seconded and unanimously carried, it was

RESOLVED, that the proper officers of this corporation be, and they are hereby authorized to take over and conclude the contract now being negotiated by Mr. D. W. Griffith with Miss Doris Keane for the proposed making of the photoplay known as "ROMANCE" and to borrow a sufficient amount of money to provide for the production of this photoplay, with the stipulation that said sum is not to exceed $350,000 - which includes the initial amount to be paid Miss Keane.

The meeting then adjourned.

Secretary

MINUTES OF THE REGULAR MEETING OF
THE BOARD OF DIRECTORS OF UNITED ARTISTS
CORPORATION HELD DEC. 9, 1919.

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A regular meeting of the Board of Directors of United Artists Corporation was held in the office of the President of the Corporation, on the 9th floor of 729 Seventh Avenue, in the city of New York, N. Y., at 4:00 o'clock P. M., Tuesday, Dec. 9th, 1919.

Present: Messrs. Nathan Burkan and Oscar A. Price.

In attendance: Mr. L. R. Hoover.

Because of lack of quorum, on motion duly made, and seconded, the meeting was adjourned until 4:00 o'clock P. M., Tuesday, Dec. 16th, 1919.

Secretary

MINUTES OF REGULAR MEETING
OF BOARD OF DIRECTORS OF UNITED ARTISTS
CORPORATION HELD
Dec.16,1919.

Continuation of the regular meeting of the Board of Directors of United Artists Corporation adjourned from Dec. 9th, 1919, which held at 4:15 o'clock p. m., Tuesday, Dec. 16th, 1919, in the office of the President of the Corporation, on the 9th floor of 729 Seventh Avenue, in the city of New York, N. Y.

PRESENT: Messrs. Albert H. T. Banshaf, Nathan Burkan, Dennis F. O'Brien and Oscar A. Price.

IN ATTENDANCE: Mr. L. R. Hoover.

Mr. Price called the meeting to order and acted as Chairman thereof. Mr. J. B. Clifton, Secretary of the Corporation, acted as Secretary of the meeting.

On motion duly made, seconded and unanimously carried, the minutes of the meeting held Nov. 12th were approved, with the following qualification:

> "That final approval of the resolution with respect to the production of the photoplay "ROMANCE" be held in abeyance for the present."

On motion duly made, seconded and unanimously carried, the minutes of the meeting held Dec. 9th were approved.

On motion duly made, seconded and unanimously carried, it was

> RESOLVED, that the securities, papers and property of this Corporation, until further ordered, be deposited in its name, in a safe deposit box in the Pacific Bank Safe Deposit Vaults, 49th Street Branch, in the city of New York, and that access thereto be and the same is directed to be had, from

time to time, by Oscar A. Price, President, or G. B. Clifton, Treasurer and Secretary of this Corporation, who are hereby severally authorized to sign any agreement in the name of this Corporation with said Safe Deposit Company to afford such access and permit removal of the contents of such box, and that upon such access being given to all or any of the persons mentioned, no further responsibility shall attach to the said safe deposit company, until written notice of the revocation of this resolution by the Board of Directors, and that a copy of this resolution, certified by the Secretary, be transmitted to the said Safe Deposit Company.

The President transmitted a proposition from the National Surety Company whereby it will undertake to write a Forgery Bond to protect the United Artists Corporation, United Artists Corporation of Illinois and United Artists Corporation Limited, from any loss from any form of forgery in connection with the checks and vouchers of these corporations, in the sum of $25,000 for Home Office checks, and vouchers, and $1,000 each for each of the 17 Branch Offices. The yearly premium is $142.00, with discount of 10% and 5%, if the premium is paid in advance, for a three-year period.

On motion duly made, seconded and unanimously carried, it was

RESOLVED, that the President and Treasurer be, and they hereby are authorized to have such a Forgery Bond written by the National Surety Company, as a matter of protection against check raising, forgery of signatures, etc.

The President submitted for the Board's consideration the action of former Sales Manager Thompson at Seattle, who

guaranteed to exhibitors, in writing, that the Corporation would make good any loss they (the exhibitors) might sustain in exhibiting the photoplay "HIS MAJESTY, THE AMERICAN". After discussion, and on motion duly made, seconded and unanimously carried, it was

RESOLVED, that Mr. Abrams be authorized to make such adjustments as in his judgment seemed desirable, provided he secures the consent of Mr. Douglas Fairbanks to stand his proportion of these adjustments.

The President presented certain papers which had been forwarded to him by Mr. M. Gore of Los Angeles, complaining of the manner in which Sales Manager Rand at Los Angeles handled Mr. Gore's effort to book "BROKEN BLOSSOMS". After reviewing the papers and listening to the explanation made by the President of investigation which the General Manager had conducted in this matter, it was the consensus of opinion that Mr. Rand had handled the matter as well as he could, under the circumstances, and that no further action on the part of the Directors was necessary.

The President brought to the attention of the Board the fact that Permit and Censorship charges are made in Chicago, and other cities, at a fixed price per reel. On motion duly made, seconded and unanimously carried, it was

RESOLVED, that this expense is properly deductible from the gross receipts for the picture.

Mr. Bamshaf raised the question of payment of $150.00 to the National Motion Picture Association for

censorship purposes. Mr. O'Brien said that he would endeavor to secure Mr. Fairbanks' agreement to this, and Mr. Burkan said he would endeavor to have Mr. Chaplin agree.

On motion duly made, seconded and unanimously carried, it was

RESOLVED, that effective with the first meeting in January, 1920, the regular meetings of the Board of Directors will be held at 4:00 o'clock p. m., the third Tuesday in each month, in the office of the President of the Corporation, at 729 Seventh Avenue, in the City of New York, N. Y.

The meeting then adjourned.

[signature]

Secretary.

Scanned from the United Artists collection at the Wisconsin Center for Film and Theater Research.

Digitization and post-production completed in the University of Wisconsin-Madison's Department of Communication Arts, with funding from the Mary Pickford Foundation.

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